

CITY HOLDING CO  
Form 4  
May 26, 2016

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BUMGARNER DAVID L

(Last) (First) (Middle)

25 GATEWATER ROAD

(Street)

CROSS LANES, WV 25313

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CITY HOLDING CO [CHCO]

3. Date of Earliest Transaction (Month/Day/Year)  
05/24/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/24/2016		M	1,250 A \$ 35.09	13,969	D	
Common Stock	05/24/2016		S	1,250 D \$ 48.75	12,719	D	
Common Stock					115	I	by IRA
Common Stock					1,830.9241 (1)	I	by 401(k) Plan & Trust

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.	
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Stock Option to Buy	\$ 35.09	05/24/2016		M		1,250		Common Stock	1,250	
Stock Option to Buy	\$ 35.39						03/28/2017	03/27/2022	Common Stock	1,555
Stock Option to Buy	\$ 37.74						02/27/2018	02/26/2023	Common Stock	1,555
Stock Option to Buy	\$ 44.43						03/26/2017	03/25/2024	Common Stock	485 <sup>(2)</sup>
Stock Option to Buy	\$ 44.43						03/26/2018	03/25/2024	Common Stock	485 <sup>(2)</sup>
Stock Option to Buy	\$ 44.43						03/26/2019	03/25/2024	Common Stock	485 <sup>(2)</sup>
Stock Option to Buy	\$ 46.61						02/26/2018	02/25/2025	Common Stock	341 <sup>(2)</sup>
Stock Option to Buy	\$ 46.61						02/26/2019	02/25/2025	Common Stock	341 <sup>(2)</sup>
	\$ 46.61						02/26/2020	02/25/2025		342 <sup>(2)</sup>

